

1 LERACH COUGHLIN STOIA GELLER
2 RUDMAN & ROBBINS LLP
3 JEFFREY W. LAWRENCE (166806)
CHRISTOPHER P. SEEFER (201197)
4 SHIRLEY H. HUANG (206854)
100 Pine Street, Suite 2600
5 San Francisco, CA 94111
Telephone: 415/288-4545
6 415/288-4534 (fax)
JeffreyL@lerachlaw.com
ChrisS@lerachlaw.com
ShirleyH@lerachlaw.com

7 -and-

WILLIAM S. LERACH (68581)
8 JOY ANN BULL (138009)
655 West Broadway, Suite 1900
9 San Diego, CA 92101
Telephone: 619/231-1058
10 619/231-7423 (fax)
BillL@lerachlaw.com

11 Lead Counsel for Plaintiffs

12 UNITED STATES DISTRICT COURT
13
14 NORTHERN DISTRICT OF CALIFORNIA
15 OAKLAND DIVISION

16 In re U.S. AGGREGATES, INC. SECURITIES)
LITIGATION)

Master File No. C-01-1688-CW

17) CLASS ACTION

18 This Document Relates To:)

19 ALL ACTIONS.)

STIPULATION AND [~~PROPOSED~~]
ORDER RE MAILING AND
PUBLISHING OF NOTICE OF
SETTLEMENT AND SETTING NEW
FINAL APPROVAL HEARING DATE

1 WHEREAS, on November 23, 2005, the Court entered an Order Preliminarily Approving
2 Settlement and Providing for Notice ("Notice Order"); and

3 WHEREAS the Notice Order requires Lead Counsel to mail a copy of the Notice of
4 Pendency and Proposed Settlement of Class Action ("Notice") to all Settlement Class Members who
5 can be identified with reasonable effort no later than December 15, 2005; and

6 WHEREAS, RG/2 Claims Administration LLC ("Claims Administrator") contacted U.S.
7 Aggregates, Inc.'s ("U.S. Aggregates") former transfer agent Harris Bank to obtain the names and
8 addresses of Settlement Class Members, and was informed that all records had been forwarded to
9 ComputerShare Shareholder Services ("ComputerShare"); and

10 WHEREAS the Claims Administrator contacted ComputerShare and was informed that other
11 than a record that ComputerShare mailed a bankruptcy notice in 2002, ComputerShare has
12 maintained no records on U.S. Aggregates or its shareholders and has no record of forwarding this
13 information to another transfer agent; and

14 WHEREAS, the Claims Administrator has prepared a declaration attesting to the above
15 contacts with Harris Bank and ComputerShare, which declaration will be filed no later than
16 December 16, 2005;

17 WHEREAS, under the circumstances, it is not possible to obtain records listing shareholders
18 who purchased U.S. Aggregates common stock during the Settlement Class Period; and

19 WHEREAS, the only available list of U.S. Aggregates shareholders that Lead Counsel has
20 been able to locate is a list received from former U.S. Aggregates bankruptcy counsel on December
21 14, 2005, which contains records for 59 U.S. Aggregates equity shareholders as of January 28, 2002;

22 WHEREAS, the great majority of shareholders hold their stock through a broker; and

23 WHEREAS, the Settling Parties have agreed upon an alternative notice program that will
24 provide the best notice practicable to the Settlement Class under the circumstances; and

25 WHEREAS, the Lead Plaintiff and the Claims Administrator need additional time to institute
26 a mailing to the 59 shareholders on the list recently obtained from former bankruptcy counsel, as
27 well as the other additional elements of the proposed notice program; and

1 WHEREAS, in light of the alternative notice program proposed, the settling parties have
2 agreed upon a revised notice schedule and dates as set forth below, which revised schedule affords
3 Settlement Class Members additional time between the mailing and initial publication of the notice
4 on the one hand, and the deadlines for opt-outs, objections, and filing proofs of claim on the other
5 hand, than was allocated in the initial Order.

6 IT IS HEREBY AGREED AS FOLLOWS:

7 1. Not later than January 6, 2006, Lead Counsel shall cause a copy of the Notice and the
8 Proof of Claim and Release Form ("Proof of Claim") in the form previously filed with the Court on
9 November 23, 2005, to be mailed by first class mail to:

10 (a) a list received from bankruptcy counsel for U.S. Aggregates of equity security
11 holders in U.S. Aggregates as of January 28, 2002;

12 (b) a list of 245 entities maintained by the Claims Administrator that have
13 responded to notices in other class actions and have requested to receive notice of subsequent class
14 actions. The list consists of brokers, investment advisors, law firms and other claims administration
15 firms; and

16 (c) the CEDE broker list of 906 brokers and the designated contact persons at the
17 brokerage firms.

18 2. Not later than January 6, 2006, Lead Counsel shall cause the Notice and Proof of
19 Claim to be sent for posting on the following websites:

20 (a) Legal Notice System ("LENS"), a legal notice system provided by Depository
21 Trust Company for their member firms. The Notice and Proof of Claim will be posted for viewing
22 by member firms.

23 (b) The Claims Administrator website;

24 (c) Lerach Coughlin Stoia Geller Rudman & Robbins LLP website;

25 (d) The Stanford Law School Securities Class Action Clearinghouse website; and

26 (e) thestreet.com—an investor website.

27 3. Not later than January 30, 2006, Lead Counsel shall cause the Summary Notice to be
28 published twice in *Investor's Business Daily*.

1 4. Not later than January 6, 2006, Lead Counsel will issue a press release announcing
2 the settlement and providing the information contained in the Summary Notice.

3 5. The following dates will be inserted into the Notice, Proof of Claim and Summary
4 Notice:

5 Deadline to opt-out of Settlement March 3, 2006
6 Class

7 Deadline to object to settlement March 3, 2006

8 Final Approval Hearing Date March 24, 2006

9 Deadline to submit Proof of Claim April 6, 2006

10 LERACH COUGHLIN STOIA GELLER
11 RUDMAN & ROBBINS LLP
12 JEFFREY W. LAWRENCE
13 CHRISTOPHER P. SEEFER
14 SHIRLEY H. HUANG
15 100 Pine Street, Suite 2600
16 San Francisco, CA 94111
17 Telephone: 415/288-4545
18 415/288-4534 (fax)

19 JeffreyL@lerachlaw.com (email)

20 Dated: December 15, 2005

21 LERACH COUGHLIN STOIA GELLER
22 RUDMAN & ROBBINS LLP
23 WILLIAM S. LERACH
24 JOY ANN BULL

25 _____
26 s/ JOY ANN BULL
27 JOY ANN BULL (Bar No. 138009)

28 655 West Broadway, Suite 1900
 San Diego, CA 92101
 Telephone: 619/231-1058
 619/231-7423 (fax)

Joyb@lerachlaw.com (email)

 Lead Counsel for Plaintiffs and Escrow Agent

1 Dated: December 15, 2005

HELLER EHRMAN LLP
MICHAEL L. CHARLSON

2
3 s/ MICHAEL L. CHARLSON
MICHAEL L. CHARLSON (Bar No. 122125)

4 275 Middlefield Road
5 Menlo Park, CA 94025
6 Telephone: 650/324-7000
650/324-0638 (fax)

7 michael.charlson@hellerehrman.com (email)

8 Attorneys for Defendant James A. Harris

9 Dated: December 15, 2005

JEFFER, MANGELS, BUTLER
MARMARO LLP
JULIA J. RIDER

10
11 s/ JULIA J. RIDER
12 JULIA J. RIDER (Bar No. 67277)

13 1900 Avenue of the Stars
14 7th Floor
Los Angeles, CA 90067-4308
15 Telephone: 310/203-8080
310/203-0567 (fax)

16 JRider@jmbm.com (email)

17 Attorneys for Defendant Michael J. Stone

18 * * *

19 **ORDER**

20 PURSUANT TO STIPULATION, IT IS SO ORDERED.

21 DATED: 12/20/05

/s/ CLAUDIA WILKEN

22 THE HONORABLE CLAUDIA WILKEN
23 UNITED STATES DISTRICT JUDGE

24 S:\Settlement\US Aggregates.set\STIP & ORD 00026765.doc

CERTIFICATE OF SERVICE

I hereby certify that on December 15, 2005, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the e-mail addresses denoted on the attached Electronic Mail Notice List, and I hereby certify that I have served the foregoing document or paper via facsimile to the non-CM/ECF participants indicated on the attached Manual Notice List and that this document was forwarded to the following designated Internet site at: <http://securities.lerachlaw.com/>.

s/ JOY ANN BULL

JOY ANN BULL

LERACH COUGHLIN STOIA GELLER
RUDMAN & ROBBINS LLP

655 West Broadway, Suite 1900

San Diego, CA 92101

Telephone: 619/231-1058

619/231-7423 (fax)

E-mail: Joyb@lerachlaw.com

Mailing Information for a Case 4:01-cv-01688-CW

Electronic Mail Notice List

The following are those who are currently on the list to receive e-mail notices for this case.

- **Brian R. Blackman**
bblackman@sheppardmullin.com
- **J.T. Wells Blaxter**
jtb@jmbm.com jmt@jmbm.com;rcg@jmbm.com;sftemp2@jmbm.com
- **Francis A. Bottini, Jr**
bottini@whafh.com
- **Alec H. Boyd**
aboyd@tuckerellis.com
- **Gustavo Bruckner**
bruckner@whafh.com
- **Howard S. Caro**
hcaro@hewm.com yanad.burrellcarter@hellerehrman.com
- **Michael L. Charlson**
michael.charlson@hellerehrman.com
susan.griffinpreston@hellerehrman.com;yvonne.somek@hellerehrman.com;karen.strong@hellerehrman.com
- **Robert C. Gebhardt**
rcg@jmbm.com jjr@jmbm.com;jmt@jmbm.com;lt1@jmbm.com
- **Francis M. Gregorek**
gregorek@whafh.com
- **Marc S. Henzel**
mhenzel182@aol.com
- **Shirley H. Huang**
shirleyh@mwbl.com e_file_sd@lerachlaw.com;e_file_sf@lerachlaw.com
- **Rachel M. Jones**
rachel.jones@hewm.com
- **Reed R. Kathrein**
reedk@lerachlaw.com e_file_sd@lerachlaw.com;e_file_sf@lerachlaw.com
- **Peter J. Koenig**
pkoenig@tuckerellis.com

- **Jeffrey W. Lawrence**
jeffreyl@lerachlaw.com e_file_sd@lerachlaw.com;e_file_sf@lerachlaw.com
- **William S. Lerach**
billl@lerachlaw.com e_file_sd@lerachlaw.com;e_file_sf@lerachlaw.com
- **Betsy C. Manifold**
manifold@whafh.com
- **David R. Ongaro**
dongaro@perkinscoie.com psaunders@perkinscoie.com
- **Kirk Pasich**
pasichk@dsmo.com whites@dsmo.com
- **Darren J. Robbins**
e_file_sd@lerachlaw.com e_file_sf@lerachlaw.com
- **Christopher Paul Seefer**
chriss@mwblh.com e_file_sd@lerachlaw.com;e_file_sf@lerachlaw.com
- **Evan Jason Smith**
esmith@brodsky-smith.com

Manual Notice List

The following is the list of attorneys who are **not** on the list to receive e-mail notices for this case (who therefore require manual noticing). You may wish to use your mouse to select and copy this list into your word processing program in order to create notices or labels for these recipients.

Mindy G. Davis

Howrey Simon Arnold & White, LLP
1299 Pennsylvania Avenue, N.W.
Washington, DC 20004

Donna M. Drake

Howrey Simon Arnold & White, LLP
1299 Pennsylvania Avenue, N.W.
Washington, DC 20004

Nadeem Faruqi

Faruqi & Faruqi
320 East 39th Street
New York, NY 10016

Brian M. Felgoise

Law Offices of Brian M. Felgoise
230 South Broad Street
Suite 404
Philadelphia, PA 19102

Paul J. Geller

Cauley Geller Bowman & Coates LLP
One Boca Place, Suite 421A

2255 Glades Road
Boca Raton, FL 33431

Fred T. Isquith

Wolf Haldenstein Adler Freeman & Herz
270 Madison Avenue
New York, NY 10016

Deborah Kravitz

Heller Ehrman LLP
1666 K Street, NW
Suite 300
Washington, DC 20006-1228

Gregory M. Nespole

Wolf Haldenstein Adler Freeman & Herz
270 Madison Avenue
New York, NY 10016

Marc A. Topaz

Schiffrein & Barroway. LLP
280 King of Prussia Road
Radnor, PA 19087